

STINSON BEACH ALLIED ARTS

Stinson Beach, Calif.
April 7, 1947

Dear Archie:

I tried to see you this week-end, but nobody home at the Nye Mansion.

I have been asked by a representative group of Stinson Beach-ers, to find out if you could, and would, do a job for us. It is contemplated that a corporation be formed here, called the Stinson Beach Community Center (or some such), for the purpose of taking title to the property which Mrs. Fitzhenry is giving us for a community center. It seems there must be some legally formed body to do this, and each of the organized groups is electing two people to represent them, together with one "member at large",- these representatives to comprise the corporation, and to be subject to re-election or new ones elected, every year or so.

What we need is an attorney to draw up the corporation documents in proper form, and you seem to be a likely "victim", provided of course you are not too busy.

All the representatives have not been elected as yet, but will be by the end of this week I think, at which time they could meet with you at your convenience, and go into the thing more fully than I am doing here. There may be snags which we know nothing about

Under the present scheme, there would be nine people in this corporation, who would elect their officers. We felt this would be a less unwieldy organization than one composed of all the members of all the groups.

Will you please advise whether you will be able to help us out in this, so I can report back as soon as possible.

Thanks,

Dulac

BY-LAWS
OF
STINSON BEACH COMMUNITY CENTER, INC.

ARTICLE I

The Center shall have a corporate seal consisting of a circle having on its circumference the words "STINSON BEACH COMMUNITY CENTER, California" and in the center thereof the words "Incorporated May 7, 1947".

ARTICLE II

The principal office of the Corporation shall be in the Community Center of Stinson Beach, an unincorporated town, County of Marin, State of California.

ARTICLE III

Membership

Section 1: The total membership of this Corporation shall consist of any individual (hereinafter known as Member/s) in good standing in any of the organizations that compose the Corporation, to wit; Stinson Beach Allied Arts, Stinson Beach Community Church, Stinson Beach Parent-Teachers Club, Stinson Beach Village Association and the Stinson Beach Volunteer Fire Department (all referred to hereinafter as Member Organizations).

Section 2: Fees and Dues. The dues of the Member Organizations to the Community Center shall be fixed by the Community Center Board of Directors (hereinafter known as Directors) from time to time, and such changes shall be recorded in these By-Laws by ammendment.

Section 3: The Directors shall meet in the Community Center unless otherwise determined by the President.

Section 4: Annual Meeting. The annual meeting of the Members shall be held regularly at the Community Center of Stinson Beach at 8:00 p.m. on the first Tuesday of February in each year. If that day is a holiday or there is not a quorum present, then at the said hour the day following or until such time as deemed proper. No business shall be transacted at the Annual Meeting unless there is a quorum of at least twenty Members present. Such business that is transacted shall be subject to the later approval of the Directors.

Section 5: New Member Organizations. Should other Stinson Beach organizations wish to become a Member Organization they shall submit in writing; a. the purpose of their organization, b. its current membership, c. a copy of their by-laws at least sixty days prior to the next meeting of the Directors. This information shall also be posted on the bulletin board for the same period of time. The Directors shall present the request to their Members for consideration and at the next meeting of the Directors vote as they have

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been advised by their Members. A two-thirds vote of the Directors shall be necessary to grant admission of the petitioning organization.

Section 6: Race, creed, sex, or ownership of land shall not be a requisite of membership.

Section 7: Continuance of Membership. Member Organizations must pay their annual Community Center dues and hold at least one general membership meeting a calendar year in order to remain in good standing. These conditions must be met prior to the Community Center Annual Meeting of the following year.

Section 8: Expulsion. A Member Organization may be expelled from the Corporation for failing to abide by the By-Laws of the Community Center. Expulsion shall not take place in less than sixty-one days, during which time the Directors shall be instructed by their Member how to vote. A two-thirds vote of the Directors shall be necessary to expell a Member Organization.

Section 9: Special Meetings. A special meeting of the Directors may be called by the President or by the officers of a Member Organization, providing a written statement of the purpose of the special meeting is explained by the Member Organization, posted on the bulletin board, and sent to each of the Directors at least ten days before the meeting.

ARTICLE IV

Fiscal Year

The fiscal year shall end on the 31st day of December of each year.

ARTICLE V

Election of Directors

Section 1: The Directors of this Corporation shall consist of three members elected by each Member Organization, plus two Directors at Large who shall be nominated at the Annual Meeting. The Directors at Large shall be elected by the Directors at their next regular meeting.

Section 2: Officers. Officers shall be nominated and elected at the first regular meeting following the Annual Meeting by the Directors.

Section 3: The Directors shall hold office for one year or until the next Annual Meeting.

Section 4: A vacancy among the Directors shall be filled by the Member Organization that is losing full representation.

ARTICLE VI

Officers

Section 1: At the first regular meeting of the Directors following the Annual Meeting they shall elect two of the nominees for Director at Large, and they shall then elect officers for the ensuing year. The officers shall consist of a President, Vice President, Secretary and Treasurer.

All officers shall be Directors except, at its discretion, the Directors may employ a Secretary and/or Treasurer who are not Directors.

Section 2: The duties of the officers shall be such as their titles indicate and as prescribed in these By-Laws, and shall include such other duties as the Directors designate from time to time.

Section 3: The Directors shall hold at least four quarterly meetings and such other special meetings as set forth in these By-Laws.

Section 4: Nine Directors shall constitute a quorum for conducting business.

Section 5: The Directors shall serve without compensation.

Section 6: In the event any Director fails to attend two consecutive meetings, unless with consent from the President, that position shall be declared vacant and the Member Organization shall be asked to name a successor.

ARTICLE VII

Committees

Section 1: The Directors shall authorize and define powers and duties of all committees.

Section 2: The President shall appoint all committees subject to the approval of a majority of the Directors.

Section 3: It shall be the function of the committees to investigate and recommend action. Such recommendation will not be acted on unless there has been or is approval of a majority of the Directors.

ARTICLE VIII

Amendments

These By-Laws may be amended by a two-thirds vote of the Directors at any meeting, provided that it has been plainly stated in writing and such notice sent to each of the Directors that the next meeting will consider such an amendment. This notice shall be sent at least ten days in advance of the meeting.

ARTICLE IX

These By-Laws shall supersede the original By-Laws of the Corporation and all subsequent amendments up to the immediate date of the adoption of these revised By-Laws by a two-thirds vote of the Directors. At that time these revised By-Laws shall become immediately effective.

BY-LAWS of STINSON BEACH COMMUNITY CENTER? INC
(as amended August 3, 1947)

ARTICLE I

Corporate Seal

The Company shall have a corporate seal consisting of a circle having on its circumference the words "STINSON BEACH COMMUNITY CENTER, California" and in the center thereof the words "Incorporated May 7, 1947"

ARTICLE II

The principal office of the corporation shall be located in the Town of Stinson Beach, an unincorporated Town, County of Marin, State of California, at such place or places as the Board of Directors may from time to time determine.

ARTICLE III - Membership

Section 1. Membership. The membership of this corporation shall consist of any member in good standing of any organization approved by the Board of Directors, including Stinson Beach Volunteer Fire Department, Progressive Club of Stinson Beach, Stinson Beach Allied Arts and Stinson Beach Community Church, provided that the application of any person for membership shall be subject to the approval of the Board of Directors.

Section 2. Fees and Dues. The fees or dues payable by members shall be fixed by the Board of Directors from time to time by resolution of the Board and by amendment of these Articles as hereinafter provided.

Section 3. Place of Meeting. The place of meeting of the members shall be at the office of the corporation.

Section 4. Annual Meeting. The annual meeting of the Members shall be held regularly at the office of the corporation at Stinson Beach Marin County, California at 8:00 o'clock p.m. on the first Tuesday of February in each year, and if said day is a holiday then at said hour the

day following, and notice of such annual meeting shall be given, in writing, by the Secretary or Acting Secretary, mailed to each member at least two days prior to the date set. No meeting of members shall transact business unless a quorum is present, except to adjourn from day to day, or until such time as may be deemed proper. At such annual meeting directors for the ensuing year shall be elected by ballot. If however, for want of a quorum, or other cause, the annual meeting of members shall not be held on the day above named, or should the members fail to complete their elections, those present may adjourn from day to day until the same shall have been accomplished.

Section 5. Members may be elected at any meeting of the Board of Directors. A two-thirds vote of the Directors present shall be necessary to elect.

Section 6. Any member may be expelled by the Board of Directors by a two-thirds vote of the Directors for conduct unbecoming a member.

Section 7. Special meetings of members may be called at any time as the President or Board of Directors may determine or upon the written request of five per cent of the members in good standing, provided that if any meeting is called otherwise than by the President or Board of Directors, the notice shall contain a statement of the purpose of the meeting and shall be issued at least five days preceding the time set for the meeting.

Section 8. Twenty Members present at any membership meeting shall constitute a quorum.

ARTICLE IV

Fiscal Year

The fiscal year shall end of the 31st day of December of each year.

ARTICLE V.

Election of Directors.

Section 1. Voting shall be by individuals only and no Member shall cast more than one vote.

Section 2. The members~~h~~ shall vote in person or by mail in conformity with such additional rules or regulations as the Board of Directors may adopt.

Section 3. Election of Directors shall be held on the first Tuesday of February in each year.

Section 4. The Board of Directors of this corporation shall consist of eight elected members; there shall be two directors from the following member organizations of this corporation, to-wit: Stinson Beach Volunteer Fire Department, Progressive Club of Stinson Beach, Stinson Beach Allied Arts, and Stinson Beach Community Church, and one Director at Large, to be elected by the Board of Directors.

Section 5. The terms of office of each director elected at the first annual meeting shall be as follows: The terms of four directors from the member organizations mentioned in Section 4 above (one member from each such organization receiving the highest number of votes) elected at such election shall be for two years, commencing on the first Tuesday in February, 1948, and ending upon the election of their successors in 1950; the terms of four directors from said member organizations elected at such election shall be for one year (one member from each such organization), commencing on the first Tuesday of February, 1948, and ending upon election of their successors in 1949.

Section 6. The term of Directors elected thereafter shall be for a term of two years.

Section 7. Vacancies in the Board of Directors shall be filled by the Board for the unexpired term; appointment shall be from the member organization from which the vacancy occurred.

Section 8. Nominations shall be made by a Nominating Committee of four members in good standing, one representing each group set forth in Article III, Section 1, appointed by the President and approved by the Board of Directors.

Section 9. The report of the Nominating Committee shall be posted on the bulletin board at least ten days prior to the annual election.

Section 10. In the election of Directors should a tie vote occur, the Nominating Committee shall cast lots and certify as elected the person or persons whom the lot determines.

ARTICLE VI

Officers

Section 1. The Board of Directors shall consist of eight members who shall be nominated and elected in the manner in these By-Laws set forth.

Section 1-A. The Board of Directors shall elect the ninth member (a member at large) for a period of one year, at the first meeting held after the regular election.

Section 2. Within ten days after their election the Directors shall meet and elect officers for the ensuing year.

The officers shall consist of a President, Vice President, Secretary and Treasurer. The officers shall serve without compensation, provided the Board of Directors may in their discretion employ a Secretary whose compensation shall be determined by the Board. All of the officers shall be Members of the Board provided that the Secretary and Treasurer may or may not be members of the Board.

Section 3. The duties of the officers shall be such as their titles by general usage would indicate and as required by law and such as may be designated to them respectively by the Board of Directors from time to time.

Section 4. The Board of Directors shall hold meetings at any time and place designated by them upon notice of not less than one day to each Board member.

Section 5. A majority of the Board of Directors shall constitute a quorum for the purpose of transacting business.

Section 6. In the event any Director shall fail to attend three consecutive meetings of the Board, unless with the written consent of the President of the Board, his office shall be deemed vacant and his successor shall, at the option of the Board, be elected by the Board to fill such vacancy.

ARTICLE VII

Committees

Section 1. The Board of Directors shall authorize and define powers and duties of all committees.

Section 2. The President shall appoint all committees subject to confirmation by the Board of Directors.

Section 3. It shall be the function of the committees to investigate and make recommendations. They shall report in writing to the Board of Directors.

ARTICLE VIII

Amendments

Section 1. These By-Laws may be amended by a majority vote of the Board of Directors at any meeting of the Board of Directors called for that purpose, provided that such amendment shall be plainly stated in the call for the meeting at which they are to be considered.

Section 2. Notice by mail of meetings at which such amendments are to be considered must be given to every Director at least five days prior to the time of the meeting.

ARTICLE IX

Section 1. These By-Laws shall be effective immediately following their adoption by the Board of Directors and when so adopted changes or amendments thereto by resolution of the Board of Directors shall be added, in writing, to these By-laws.

BY-LAWS
of
STINSON BEACH COMMUNITY CENTER

ARTICLE I

Corporate Seal

The company shall have a corporate seal consisting of a circle having on its circumference the words "STINSON BEACH COMMUNITY CENTER, California" and in the center thereof the words "Incorporated May 7, 1947".

ARTICLE II

The principal office of the corporation shall be located in the Town of Stinson Beach, an unincorporated Town, County of Marin, State of California, at such place or places as the Board of Directors may from time to time determine.

ARTICLE III

Membership

Section 1. Membership. The membership of this Corporation shall consist of any member in good standing of any organization approved by the Board of Directors, including Stinson Beach Fire Department, Progressive Club of Stinson Beach, Stinson Beach Allied Arts, Stinson Beach Community Church and Stinson Beach Parent-Teachers Club, provided that the application of any person for membership be subject to the approval of the Board of Directors.

Section 2. Fees and Dues. The fees or dues payable by members shall be fixed by the Board of Directors from time to time by resolution of the Board and by amendment of these By-Laws as hereinafter provided.

Section 3. Place of Meeting. The place of meeting of the members shall be at the office of the corporation.

Section 4. Annual Meeting. The annual meeting of the Members shall be held regularly at the office of the corporation at Stinson Beach, Marin County, California, at 8:00 o'clock P.M. on the first Tuesday of February in each year, and if said day is a holiday then at said hour the day following, and notice of such annual meeting shall be given, in writing, by the Secretary or Acting Secretary, mailed to each member at least two days prior to the date set. No meeting of members shall transact business unless a quorum is present, except to adjourn from day to day, or until such time as may be deemed proper. At such annual meeting directors for the ensuing year shall be elected by ballot. If however, for want of a quorum, or other cause, the annual meeting of members shall not be held on the day above named, or should the members fail to complete their elections, those present may adjourn from day to day until the same shall have been accomplished.

Section 5. Members may be elected at any meeting of the Board of Directors. A two-thirds vote of the Directors present shall be necessary to elect.

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Section 6. Any member may be expelled by the Board of Directors by a two-thirds vote of the Directors for conduct unbecoming a Member.

Section 7. Special meetings of members may be called at any time as the President or Board of Directors may determine or upon the written request of five per cent of the Members in good standing, provided that if any meeting is called otherwise than by the President or Board of Directors, the notice shall contain a statement of the purpose of the meeting and shall be issued at least five days preceding the time set for the meeting.

Section 8. Twenty Members present at any membership meeting shall constitute a quorum.

ARTICLE IV

Fiscal Year

The fiscal year shall end on the 31st day of December of each year.

ARTICLE V

Election of Directors

Section 1. Voting shall be by individuals only and no Member shall cast more than one vote.

Section 2. The members shall vote in person or by mail in conformity with such additional rules or regulations as the Board of Directors may adopt.

Section 3. Election of Directors shall be held on the first Tuesday of February in each year.

Section 4. The Board of Directors of this Corporation shall consist of ten elected members; there shall be two directors from the following member organizations of this Corporation, to-wit: The Stinson Beach Volunteer Fire Department, Progressive Club of Stinson Beach, Stinson Beach Allied Arts, Stinson Beach Community Church and Stinson Beach Parent-Teachers Club, and one Director at Large, to be elected by the Board of Directors.

Section 5. The terms of office of each director elected at the first annual meeting shall be as follows: The terms of four directors from the member organizations mentioned in Section 4 above (one member from each such organization receiving the highest number of votes) elected at such election shall be for two years, commencing on the first Tuesday in February, 1940, and ending upon the election of their successors in 1940; the terms of four directors from said member organizations elected at such election shall be for one year (one member from each such organization), commencing on the first Tuesday of February, 1940, and ending upon election of their successors in 1949.

Section 6. The term of Directors elected thereafter shall be for a term of two years, except in the case of a new

member organization. At the first election of Directors for this new organization, there shall be two Directors elected. The term of one Director, (the one receiving the highest number of votes), elected at such election, shall be for two years; the term of the other Director elected at such election shall be for one year.

Section 7. Vacancies in the Board of Directors shall be filled by the Board for the unexpired term; appointment shall be from the member organization from which the vacancy occurred.

Section 8. Nominations shall be made by a Nominating Committee of five members in good standing, one representing each group set forth in Article III, Section 1, appointed by the President and approved by the Board of Directors.

Section 9. The report of the Nominating Committee shall be posted on the bulletin board at least ten days prior to the annual election.

Section 10. In the election of directors should a tie vote occur, the Nominating Committee shall cast lots and certify as elected the person or persons whom the lot determines.

ARTICLE VI

Officers

Section 1. The Board of Directors shall consist of ten members who shall be nominated and elected in the manner in these By-Laws set forth.

Section 1-A. The Board of Directors shall elect the eleventh member (a member at large) for a period of one year, at the first meeting held after the regular election.

Section 2. Within ten days after their election the Directors shall meet and elect officers for the ensuing year.

The officers shall consist of a President, Vice President, Secretary, and Treasurer. The officers shall serve without compensation, provided the Board of Directors may in their discretion employ a Secretary whose compensation shall be determined by the Board. All of the officers shall be Members of the Board provided that the Secretary and Treasurer may or may not be members of the Board.

Section 3. The duties of the officers shall be such as their titles by general usage would indicate and as required by law and such as may be designated to them respectively by the Board of Directors from time to time.

Section 4. The Board of Directors shall hold meetings at any time and place designated by them upon notice of not less than one day to each Board member.

Section 5. A majority of the Board of Directors shall constitute a quorum for the purpose of transacting business.

Section 6. In the event any Director shall fail to attend three consecutive meetings of the Board, unless with the written consent of the President of the Board, his office shall be deemed vacant and his successor shall, at the option of the Board, be elected by the Board to fill such vacancy.

ARTICLE VII

Committees

Section 1. The Board of Directors shall authorize and define powers and duties of all committees.

Section 2. The President shall appoint all committees subject to confirmation by the Board of Directors.

Section 3. It shall be the function of the committees to investigate and make recommendations. They shall report in writing to the Board of Directors.

ARTICLE VIII

Amendments

Section 1. These By-Laws may be amended by a majority vote of the Board of Directors at any meeting of the Board of Directors called for that purpose, provided that such amendment shall be plainly stated in the call for the meeting at which they are to be considered.

Section 2. Notice by mail of meetings at which such amendments are to be considered must be given to every Director at least five days prior to the time of the meeting.

ARTICLE IX

Section 1. These By-Laws shall be effective immediately following their adoption by the Board of Directors and when so adopted changes or amendments thereto by resolution of the Board of Directors shall be added, in writing, to these By-Laws.

Elting C. Hubbard

Wm. G. Airey

Lester B. Sadler, Jr.

Joseph C. Bordanaro

A. S. Dingle

W. J. Steele

Anne Marie O'Neil

Ruth Miller

Eve Stinson Fitzhenry

FOLLOWING ARE THE NAMES SELECTED BY THE NOMINATING COMMITTEE TO
BE ELECTED AS DIRECTORY OF STINSON BEACH COMMUNITY CENTER, INC.
AT THE ANNUAL MEETING TO BE HELD FEBRUARY 3, 1947:

To represent STINSON BEACH ALLIEDARTS:

Ruth Miller
Peter Dreyfus
Sally Cothrin
Vera Eifert

To represent PROGRESSIVE CLUB OF STINSON BEACH:

Lester B. Sadler, Jr.
Joseph Heidel
Joseph Lawrence
Elwood Frink

To represent STINSON BEACH VOLUNTEER FIRE DEPARTMENT:

Will Alroy
Elting C. Hubbard
Bob Upton
Paul Dittmer

To represent STINSON BEACH COMMUNITY CHURCH:

Auda Bordanaro
Ernest Castle
Mrs. Walter Hagenbuch

BY-LAWS
of
STINSON BEACH COMMUNITY CENTER

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Membership

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Section 2. Fees and Dues. The fees or dues payable by members shall be fixed by the Board of Directors from time to time by resolution of the Board and by amendment of these By-Laws as hereinafter provided.

Section 3. Place of Meeting. The place of meeting of the members shall be at the office of the corporation.

Section 4. Annual Meeting. The annual meeting of the Members shall be held regularly at the office of the corporation at Stinson Beach, Marin County, California, at 8:00 o'clock P.M. on the first Tuesday of February in each year, and if said day is a holiday then at said hour the day following, and notice of such annual meeting shall be given, in writing, by the Secretary or Acting Secretary, mailed to each member at least two days prior to the date set. No meeting of members shall transact business unless a quorum is present, except to adjourn from day to day, or until such time as may be deemed proper. At such annual meeting directors for the ensuing year shall be elected by ballot. If however, for want of a quorum, or other cause, the annual meeting of members shall not be held on the day above named, or should the members fail to complete their elections, those present may adjourn from day to day until the same shall have been accomplished.

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Section 5. The terms of office of each director elected at the first annual meeting shall be as follows: The terms of four directors from the member organizations mentioned in Section 4 above (one member from each such organization receiving the highest number of votes) elected at such election shall be for two years, commencing on the first Tuesday in February, 1948, and ending upon the election of their successors in 1950; the terms of four directors from said member organizations elected at such election shall be for one year (one member from each such organization), commencing on the first Tuesday of February, 1948, and ending upon election of their successors in 1949.

Section 6. The term of Directors elected thereafter shall be for a term of two years, except in the case of a new

member organization. At the first election of Directors for this new organization, there shall be two Directors elected. The term of one Director, (the one receiving the highest number of votes), elected at such election, shall be for two years; the term of the other Director elected at such election shall be for one year.

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Section 1-A. The Board of Directors shall elect the eleventh member (a member at large) for a period of one year, at the first meeting held after the regular election.

Section 2. Within ten days after their election the Directors shall meet and elect officers for the ensuing year.

The officers shall consist of a President, Vice President, Secretary, and Treasurer. The officers shall serve without compensation, provided the Board of Directors may in their discretion employ a Secretary whose compensation shall be determined by the Board. All of the officers shall be Members of the Board provided that the Secretary and Treasurer may or may not be members of the Board.

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Lester B. Sadler Jr.
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Joseph C. Brennan
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A. S. Dingle
A. S. Dingle

W. J. Steele
W. J. Steele

Anne Marie Orsini
Anne Marie Orsini

Ruth Miller
Ruth Miller

Frederic Stinson Fitzhugh
Frederic Stinson Fitzhugh

PROPOSED CHANGES OF BY-LAWS

In order to accept the
STINSON BEACH PARENT-TEACHERS CLUB
AS A MEMBER ORGANIZATION.

ARTICLE III.

Section 1. Membership. The membership of this Corporation shall consist of any member in good standing of any organization approved by the Board of Directors, including Stinson Beach Volunteer Fire Department, Progressive Club of Stinson Beach, Stinson Beach Allied Srts, Stinson Beach Community Church and Stinson Beach Parent-Teachers Club, provided that the application of any person for membership be subject to the approval of the Board of Directors.

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ARTICLE V.

Section 6. The term of Directors elected thereafter shall be for a term of two years, except in the case of a new member organization. At the first election of Directors for this new organization, there shall be two Directors elected; the term of one Director (the one receiving the highest number of votes), elected at such election, shall be for two years; the term of the other Director elected at such election shall be for one year.

ARTICLE V.

Section 8. Nominations shall be made by a Nominating Committee of five members in good standing, one representing each group set forth in Article III, Section 1, appointed by the President and approved by the Board of Directors.

ARTICLE VI.

Section 1. The Board of Directors shall consist of ten members who shall be nominated and elected in the manner in these By-Laws set forth.

ARTICLE VI.

Section 1A. The Board of Directors shall elect the eleventh member (a member at large) for a period of one year, at the first meeting held after the regular election.

PROPOSED AMENDMENTS TO THE BY-LAWS OF STINSON BEACH COMMUNITY CENTER

1. To Article III, Section 1, the following words "Stinson Beach Projects" be inserted after the words "Stinson Beach Parent-Teachers Club".
2. To Article V, Section 4, change the wording "ten elected members" to "twelve elected members". Also following the words "Stinson Beach Parent-Teachers Club" insert the words "Stinson Beach Projects".
3. To Article V, Section 5, in each place where it is stated "four directors" change the wording to read "six directors".
4. To Article VI, Section 1, change the wording "ten members" to "twelve members".
5. To Article VI, Section 1A, change the wording "eleventh member" to "thirteenth member".

Adopted 9/3/71

REVISED BY-LAWS OF ALLIED ARTS OF STINSON BEACH

ARTICLE I Name

This organization shall be known as Stinson Beach Allied Arts.

ARTICLE II Purpose

The purpose of this organization is to stimulate and promote and support creative and cultural activities in Stinson Beach and to support in every way the aims, endeavors and goals of the Stinson Beach Community Center, Inc. In addition, Allied Arts offers financial support to cultural, health, welfare and educational organizations in Marin County.

ARTICLE III Membership

Membership in this organization will be granted to those who are in accord with, and will work toward, its purpose.

ARTICLE IV Officers & Directors

1. The officers of this organization shall be a President, a Vice-President, a Secretary, a Membership Secretary, and a Treasurer, who with six (6) Directors-at-Large shall constitute the Board of Directors.
2. All officers, with the exception of the Treasurer, shall be duly elected for one (1) year. The Treasurer shall be appointed by the Board of Directors, and shall serve at the pleasure of the Board of Directors. The tenure of any duly-elected officer may be for no more than three (3) consecutive terms. At least one (1) year must have elapsed before an officer, with the exception of the Treasurer, may be re-elected to the Board.
3. Directors-at-Large shall be duly elected for two (2) years. In order to ensure continuity of experienced persons as members of the Board of Directors, at the initial election, all Directors-at-Large shall draw by lot for either a one-year term or a two-year term of service, so that in subsequent years a full set of Directors shall not need to be elected in any given year. Any person may be re-elected for two (2) consecutive terms of service as Director -at-Large. At least one (1) year must have elapsed before a Director-at-Large may be re-elected to the Board after serving two consecutive terms.

ARTICLE V Units of Activity

A unit shall consist of not less than five members. Units can be formed as interest develops in any activity such as music, drama, fine arts, crafts, literature, gardening, recreation, etc. Any group desiring to form a unit shall be approved by a majority vote of the Board of Directors, and then brought before the membership at a regular meeting, for ratification.

To sponsor events by an outside group, it will be necessary to bring the subject program before the Board of Directors for approval. A committee shall then be appointed to carry out and manage all arrangements for the event. The outside group must advertise as being sponsored by Allied Arts, and any fee charged must be a "suggested donation".

ARTICLE VI Meetings

1. Regular meetings shall be held monthly on the fourth Wednesday unless otherwise specified by the President.
 2. Eleven (11) members of the organization in good standing shall constitute a quorum.
 3. The Board of Directors shall meet at the discretion of the President, or a meeting may be called by a majority of the Board of Directors.
- /

ARTICLE VI Meetings (Continued)

4. Special Meetings may be called at the discretion of the President or a majority of the Board of Directors

ARTICLE VII Duties of Officers

1. The President shall preside at all meetings of the organization, and perform all the duties pertaining to this office.
2. In the absence of the President, the Vice President shall preside at any regular meeting of the organization.
3. The Secretary shall keep the minutes of all proceedings and record the same, and perform all duties pertaining to this office.
4. The Membership Secretary shall solicit memberships; shall appoint a telephone committee to inform the membership of meetings and special events; and shall keep an up-to-date list of the membership.
5. The Treasurer shall receive and safely keep all funds and shall pay routine bills and those charges contracted by unit committees, without recourse to membership approval. Treasurer shall make report of receipts and disbursements at each regular meeting.
6. The Officers and Board of Directors serve without pay (Amended at General Business Meeting, February 25, 1981).

ARTICLE VIII Committees

1. It shall be the duty of the Board of Directors to appoint, at the October meeting a Nominating Committee of at least three members. It shall be the duty of the Nominating Committee to submit a slate of officers and the names of three (3) Directors-at-Large to serve on the Board of Directors for the ensuing year at the December meeting. (The remaining Directors will be serving the second year of their two-year term. Six Directors-at-Large will be nominated for the first year.) It shall also be the duty of the Nominating Committee to submit the names of three (3) members to be nominated to the Board of Directors of the Stinson Beach Community Center, Inc.
2. ~~The Chairman of the Stinson Beach Allied Arts Rummage Sale and the Chairman of the Holiday Bazaar shall automatically become members of the Board of Directors. (Amended February 25, 1981 at a regular business meeting.)~~
3. The President shall be empowered to appoint such special committees as is deemed necessary or needful at any time.
4. ~~It shall be the duty of the Board of Directors to appoint an Auditing Committee of two persons each year.~~

ARTICLE IX Election of Officers & Directors

1. The officers shall be elected by voice or ballot at the December meeting to hold office for one year.
2. The Directors-at-Large shall be elected by voice or ballot at the December meeting to hold office for two years.
3. Should an Officer or Director resign during term of office, the Nominating Committee shall, with the approval of members at a regular meeting, make the appointment necessary to fill the vacancy, for the remaining term of the resigning person.

ARTICLE X Dues

Annual Membership dues shall be \$1.00 per calendar year, but no more than \$5.00 (Amended at General Business Meeting February 25, 1981)

ARTICLE XI Finance

1. The Board of Directors shall submit an annual budget to the membership for approval by no later than the March business meeting.
2. In the event of a sale of any art, handicraft, or article belonging to a member at any event conducted by this organization or unit thereof, a percentage of the gross sale

ARTICLE XI Finance (Continued)

- price shall be paid to the Treasury of this organization. The percentage is to be determined by the Board of Directors.
3. All proceeds from any article donated for sale shall belong to the organization.
 4. Net proceeds from any special event sponsored by any unit shall be allocated according to decision by the Board of Directors and the sponsoring unit.
 5. Any unit wishing to establish an operating fund to be drawn upon for expenses and reimbursed out of proceeds of any activity shall make request before the Board of Directors, who shall have the power to authorize such request and to establish the amount of such fund.
 6. In the event outside organizations or persons participate in any event sponsored by this organization for the purpose of fund raising for their own account, a percentage of their gross receipts shall be paid to the treasury of this organization, such percentage to be determined by the Board of Directors.

ARTICLE XII Dissolution

In the event of the dissolution of Stinson Beach Allied Arts, all assets, funds on hand, or on deposit would be contributed to the Stinson Beach Community Center, Inc. (January 28, 1981, at a regular business meeting).

ARTICLE XIII Amendments

These By-Laws may be amended at any general meeting by a two-thirds vote, a quorum being present.

ARTICLE XIV Parliamentary Authority

Robert's Rules of Order shall be the parliamentary authority on all matters not covered by these By-Laws.

ARTICLE XV Suspension of By-Laws

These By-Laws may be suspended in case of emergency by unanimous vote of all those present at a meeting at which a quorum is present.

1990
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BY - LAWS
OF
STINSON BEACH COMMUNITY CENTER, INC.

ARTICLE I.

The Center shall have a corporate seal consisting of a circle having on its circumference the words "STINSON BEACH COMMUNITY CENTER, California" and in the center thereof the words "Incorporated May 7, 1947".

ARTICLE II.

The principal office of the Corporation shall be in the Community Center of Stinson Beach, an unincorporated town, County of Marin, State of California.

ARTICLE III - MEMBERSHIP.

SECTION 1: The total membership of this Corporation shall consist of any individual (hereinafter known as Member/s) in good standing in any of the organizations that compose the Corporation, to wit; Stinson Beach Allied Arts, Stinson Beach Community Church, Stinson Beach Parent-Teachers' Club, Stinson Beach Village Association and the Stinson Beach Volunteer Fire Department (all referred to hereinafter as Member Organizations).

SECTION 2: Fees and Dues. The dues of the Member Organizations to the Community Center shall be fixed by the Community Center Board of Directors (hereinafter known as Directors) from time to time.

SECTION 3: The Directors shall meet in the Community Center unless otherwise determined by the President.

SECTION 4: Annual Meeting. The Annual Meeting of the Members shall be held regularly at the Community Center of Stinson Beach at 8:00 p.m. on the first Tuesday of February in each year. If that day is a holiday or there is not a quorum present, then at the said hour the day following or until such time as deemed proper, the meeting shall be held. No business shall be transacted at the Annual Meeting unless there is a quorum of at least twenty Members present. Such business that is transacted shall be subject to the later approval of the Directors.

SECTION 5: New Member Organizations. Should other Stinson Beach organizations wish to become a Member Organization they shall submit in writing a) the purpose of their organization, b) its current membership and c) a copy of their by-laws at least sixty days prior to the next meeting of the Directors. The information shall be posted on the bulletin board for the same period of

time. The Directors shall present the request to their Members for consideration and at the next meeting of the Directors vote as they have been advised by their Members. A two-thirds vote of the Directors shall be necessary to grant admission of the petitioning organization.

SECTION 6: Race, creed, sex, or ownership of land shall not be a requisite of membership.

SECTION 7: Continuance of Membership. Member Organizations must pay their annual Community Center dues and hold at least one general membership meeting a calendar year in order to remain in good standing. These conditions must be met prior to the Community Center Annual Meeting of the following year.

SECTION 8: Expulsion. A Member Organization may be expelled from the Corporation for failing to abide by the By-Laws of the Community Center. Expulsion shall not take place in less than sixty-one days, during which time the Directors shall be instructed by their Members how to vote. A two-thirds vote of the Directors shall be necessary to expel a Member Organization.

SECTION 9: Special Meetings. A special meeting of the Directors may be called by the President or by the officers of a Member Organization, providing a written statement of the purpose of the special meeting is explained by the Member Organization, posted on the bulletin board, and sent to each of the Directors at least ten days before the meeting.

ARTICLE IV - FISCAL YEAR.

The fiscal year shall end on the 31st day of December each year.

ARTICLE V - ELECTION OF DIRECTORS.

SECTION 1. The Directors of this Corporation shall consist of three members nominated by each Member Organization and elected at the Annual Meeting, plus two Directors-at-Large who shall be nominated at the Annual Meeting. The Directors-at-Large shall be elected by the Directors at their next regular meeting.

SECTION 2. Officers. Officers shall be nominated and elected at the first regular meeting following the Annual Meeting by the Directors.

SECTION 3. The Directors shall hold office for one year or until the next Annual Meeting.

SECTION 4. A vacancy among the Directors shall be filled by the Member Organization that is losing full representation.

ARTICLE VI - OFFICERS.

SECTION 1: At the first regular meeting of the Directors following the Annual Meeting they shall elect two of the nominees for Director-at-Large, and they shall then elect officers for the ensuing year. The officers shall consist of a President, Vice-President, Secretary and Treasurer. All officers shall be Directors except, at its discretion, the Directors may employ a Secretary and/or Treasurer who are not Directors.

SECTION 2: The duties of the officers shall be such as their titles indicate and as prescribed in these By-Laws, and shall include such other duties as the Directors designate from time to time.

SECTION 3: The Directors shall hold at least four quarterly meetings and such other special meeting as set forth in these By-Laws.

SECTION 4: Nine Directors shall constitute a quorum for conducting business.

SECTION 5: The Directors shall serve without compensation.

SECTION 6: In the event any Director fails to attend two consecutive meetings, unless with consent from the President, that position shall be declared vacant and the Member Organization shall be asked to name a successor.

ARTICLE VII - COMMITTEES.

SECTION 1: The Directors shall authorize and define powers and duties of all committees.

SECTION 2: The President shall appoint all committees subject to the approval of a majority of the Directors.

SECTION 3: It shall be the function of the committees to investigate and recommend action. Such recommendation will not be acted on unless there has been or is approval of a majority of the Directors.

ARTICLE VIII - AMENDMENTS.

These By-Laws may be amended by a two-thirds vote of the Directors at any meeting, provided that it has been plainly stated in writing and such notice sent to each of the Directors that the next meeting will consider such an amendment. This notice shall be sent at least ten days in advance of the meeting.

ARTICLE IX - INDEMNIFICATION OF THE BOARD OF DIRECTORS AND OFFICERS OF THE BOARD.

Except to the extent prohibited by the California Corporations Code or by other applicable law, and in accordance with the terms and provisions thereof, the Stinson Beach Community Center shall indemnify each of its Directors and Board Officers against expenses, judgements, fines settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Stinson Beach Community Center, and shall advance to each such agent expenses incurred in defending any such proceeding to the maximum extent and in the manner permitted by such law. For purposes of the Article, an "agent" of the Stinson Beach Community Center includes any person who is or was a Director, Officer, Committee Member, Employee or other Board Designated Agent of the Stinson Beach Community Center.

The right of indemnification provided by this Article shall inure to the benefit of each person referred to in this Article, whether or not the claim asserted against him is based upon matter which arose, in whole or in part, prior to the adoption of this Article; and in the event of his/her death shall extend to his/her legal representatives. The right of indemnification provided in this Article shall not be exclusive of any other rights to which any such person, or any other individual, may be entitled as a matter of law, or under any agreement, vote of Directors or otherwise.

ARTICLE X.

These By-Laws shall supersede the original By-Laws of the Corporation and all subsequent amendments up to the immediate date of the adoption of these revised By-Laws by a two-thirds vote of the Directors. At that time these revised By-Laws shall become immediately effective.

Adopted by a two-thirds vote August 7, 1990.

BY-LAWS
OF THE
STINSON BEACH COMMUNITY CENTER, INC.

ARTICLE I. - CORPORATE SEAL

The Stinson Beach Community Center shall have a corporate seal consisting of a circle having on its circumference the words 'STINSON BEACH COMMUNITY CENTER, California,' and in the center the words "Incorporated May 7, 1947."

ARTICLE II. - PLACE OF BUSINESS

The principal office of the Corporation shall be in the Community Center of Stinson Beach, an unincorporated town, County of Marin, State of California.

ARTICLE III - MEMBERSHIP

SECTION 1: The membership of this Corporation shall consist of the following:

- a) Active individual members of the Member Organizations (Stinson Beach Allied Arts, Stinson Beach Community Church, Stinson Beach Village Association, Stinson Beach Montessori School, Stinson Beach Volunteer Fire Department); and
- b) Stinson Beach Community Center "Sponsors," consisting of individuals or families who support the Center through payment of a fixed annual fee.

SECTION 2: FEES AND DUES. The dues of the Member Organizations to the Community Center shall be fixed by the Community Center Board of Directors (hereinafter known as Directors) from time to time.

The fixed annual fee for Sponsors shall be determined and reviewed periodically by the Directors.

SECTION 3: The Directors shall meet in the Community Center unless otherwise determined by the President.

SECTION 4: Annual Meeting. The Annual Meeting of the Members shall be held regularly at the Community Center of Stinson Beach at 8:00 p.m. on the first Tuesday of February in each year. If that day is a holiday or there is not a quorum present, then at the said hour the day following or until such time as deemed proper, the meeting shall be held. No business shall be transacted at the Annual Meeting unless there is a quorum of at least twenty (20) Members present. Such business that is transacted shall be subject to the later approval of the Directors.

SECTION 5: New Member Organizations. Should other Stinson Beach organizations wish to become a Member Organization, they shall submit in writing: (a) the purpose of their organization; (b) the current membership; (c) and a copy of their by-laws, at least sixty days prior to the next meeting of the Directors. The information shall be posted on the Community Center bulletin Board for the same period of time. The (Member Organization) Directors shall present the request to their Members for consideration and at the next meeting of the Directors vote as they have been advised by their Members. A two-thirds vote of the Directors shall be necessary to grant admission of the petitioning organization.

SECTION 7: Continuance of Membership. Continued membership for Sponsors shall be contingent upon payment of annual dues; and for Member Organizations, shall be contingent upon payment of dues and continued activity of service to the community, including active participation in Stinson Beach Community Center affairs.

SECTION 8: Expulsion. A Member Organization or individual member of the Community Center may be expelled from the Corporation for failing to abide by the By-Laws of the Community Center. Expulsion shall not take place in less than 61 days from a finding by a majority of the Directors that the Member Organization, or individual, has failed to abide by the By-Laws of the Stinson Beach Community Center. A two-thirds vote of the Directors shall be necessary to expel a Member Organization or individual.

SECTION 9: Special Meetings. A special meeting of the Directors may be called by the President or by the officers of a Member Organization, upon delivery of a written statement of the purpose of the special meeting to the Directors and posting of the statement on the Community Center bulletin board at least ten days before the meeting.

ARTICLE IV - FISCAL YEAR

The fiscal year shall end on the 31st day of December each year.

ARTICLE V - ELECTION OF DIRECTORS

SECTION 1: The Directors of this Corporation shall consist of two members nominated by each Member Organization and elected at the Annual Meeting, plus eight Directors-at-Large, who shall be nominated and elected at the Annual Meeting.

SECTION 2: Officers. Officers shall be nominated and elected at the first regular meeting following the Annual Meeting by the Directors.

SECTION 3: Term of Office. The Directors shall hold office for one year or until the next Annual Meeting.

SECTION 4: Vacancies

A vacancy among Member Organization Directors shall be filled by appointment by the Member Organization losing the Director. In the event a Member Organization Director fails to attend two consecutive meetings, the President shall notify the Member Organization. A vacancy among the At-Large Directors shall be filled by appointment of the President of the Community Center Board of Directors, subject to the approval of a simple majority of the Board of Directors.

ARTICLE VI - OFFICERS

SECTION 1: At the first regular meeting of the Directors following the Annual Meeting, the Directors shall elect the officers for the ensuing year. The officers shall consist of a President, Vice-President, Secretary and Treasurer. All officers shall be Directors except, at its

discretion, the Board may employ a Secretary and/or a Treasurer who are not Directors.

SECTION 2: The duties of the officers shall be such as their titles indicate and as prescribed in these By-Laws, and shall include such other duties as the Directors designate from time to time.

SECTION 3: The Directors shall hold at least four quarterly meetings and such other special meetings as set forth in these By-Laws.

SECTION 4: Nine (9) Directors shall constitute a quorum for conducting business.

SECTION 5: The Directors shall serve without compensation.

ARTICLE VII - COMMITTEES

SECTION 1: The Directors shall authorize and define powers and duties of all committees.

SECTION 2: The President shall appoint all committees subject to the approval of a majority of the Directors.

SECTION 3: It shall be the function of the committees to investigate and recommend action. Such recommendation will not be acted upon without the approval of a majority of the Directors.

ARTICLE VIII - AMENDMENTS

These By-Laws may be amended by a two-thirds vote of the Directors at any meeting, provided that it has been plainly stated in writing and such notice sent to each of the Directors that the next meeting will consider such an amendment. This notice shall be sent at least ten days in advance of the meeting.

ARTICLE IX - INDEMNIFICATION OF THE BOARD OF DIRECTORS AND OFFICERS OF THE BOARD.

Except to the extent prohibited by the California Corporations Code or by other applicable law, and in accordance with the terms and provisions thereof, the Stinson Beach Community Center shall

indemnify each of its Directors and Board Officers against expenses, judgments, fines, settlements, and other amounts actually and reasonable incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Stinson Beach Community Center, and shall advance to each such agent expenses incurred in defending any such proceeding to the maximum extent and in the manner permitted by such law. For purposes of this Article, an "agent" of the Stinson Beach Community Center includes any person who is or was a Director, Officer, Committee Member, Employee or other Board Designated Agent of the Stinson Beach Community Center.

The right of indemnification provided by this Article shall inure to the benefit of each person referred to in this Article, whether or not the claim asserted against him/her is based upon matter which arose, in whole or in part, prior to the adoption of this Article; and in the event of his/her death shall extend to his/her legal representatives. The right of indemnification provided in this Article shall not be exclusive of any other rights to which any such person, or any other individual, may be entitled as a matter of law, or under any agreement, vote of Directors or otherwise.

ARTICLE X - 1990 REVISION

These By-Laws shall supersede the original By-Laws of the Corporation and all subsequent amendments up to the immediate date of the adoption of these revised By-Laws by a two-thirds vote of the Directors. At that time these revised By-Laws shall become immediately effective.

Adopted by a two-thirds vote August 7, 1990

(Revised, December 3, 1992.)

BY-LAWS
OF THE

STINSON BEACH COMMUNITY CENTER, INC.

(after amendment on January 10, 1996)

*SKD
COPY
Get feedback
from Doug, &
Celeste & Judy.*

ARTICLE I. - CORPORATE SEAL

The Stinson Beach Community Center shall have a corporate seal consisting of a circle having on its circumference the words "Stinson Beach Community Center, California," and in the center the words "Incorporated May 7, 1947."

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The principal office of the Corporation shall be in the Community Center of Stinson Beach, an unincorporated town, County of Marin, State of California.

ARTICLE III. - MEMBERSHIP

SECTION 1: The membership of this Corporation shall consist of the following:

- a) Active individual members of the Member Organizations (Stinson Beach Allied Arts, Stinson Beach Community Church, Stinson Beach Village Association, Stinson Beach Montessori School, Stinson Beach Volunteer Fire Department); and
- b) Stinson Beach Community Center "Sponsors," consisting of individuals or families who support the Center through payment of a fixed annual fee.

SECTION 2: FEES AND DUES. The dues of the Member Organizations to the community Center shall be fixed by the Community Center Board of Directors (hereinafter known as Directors) from time to time. The fixed annual fee for Sponsors shall be determined and reviewed periodically by the Directors.

SECTION 3: The Directors shall meet in the Community Center unless otherwise determined by the President.

SECTION 4: ANNUAL MEETING. The Annual Meeting of the Members shall be held regularly at the Community Center of

Stinson Beach at 8:00 p.m. on the first Tuesday of February in each year. If that day is a holiday or there is not a quorum present, then at the aid hours the day following or until such time a deemed proper, the meeting shall be held. No business shall be transacted at the Annual Meeting unless there is a quorum of at least twenty (20) Members present. Such business that is transacted shall be subject to the later approval of the Directors.

SECTION 5: NEW MEMBER ORGANIZATIONS. Should other Stinson Beach organizations wish to become a Member Organization, they shall submit in writing: (a) the purpose of their organization; (b) the current membership (c) and a copy of their by-laws, at least sixty days prior to the next meeting of the Directors. The information shall be posted on the Community Center bulletin board for the same period of time. The (Member Organization) Directors shall present the request to their Members for consideration and at the next meeting of the Directors vote as they have been advised by their Members. A two-thirds vote of the Directors shall be necessary to grant admission of the petitioning organization.

SECTION 6: CONTINUANCE OF MEMBERSHIP. Continued membership for Sponsors shall be contingent upon payment of annual dues; and for Member Organizations shall be contingent upon payment of dues and continued activity of service to the community, including active participation in Stinson Beach Community Center affairs.

SECTION 7: EXPULSION. A Member Organization or individual member of the Community Center may be expelled from the Corporation for failing to abide by the By-Laws of the Community Center. Expulsion shall not take place in less than 61 days from a finding by a majority of the Directors that the Member Organization or individual has failed to abide by the By-Laws of the Stinson Beach Community Center. A two-thirds vote of the Directors shall be necessary to expel a Member Organization or individual.

SECTION 8: SPECIAL MEETINGS. A special meeting of the Director may be called by the President or by the officers of a Member Organization, upon delivery of a written statement of the purpose of the special meeting to the Directors and posting of the statement on the Community Center bulletin board at least ten days before the meeting.

ARTICLE IV. - FISCAL YEAR

The fiscal year shall end on the 31st day of December each year.

ARTICLE V. - ELECTION OF DIRECTORS

SECTION 1: The Directors of this Corporation shall consist of one or two members designated by each Member Organization, at the discretion of the Member Organization, plus six Directors-at-Large, who shall be nominated and elected at the Annual Meeting.

SECTION 2: OFFICERS. Officers shall be nominated and elected at the first regular meeting following the Annual Meeting by the Directors.

SECTION 3: TERM OF OFFICE. The Directors shall hold office for one year or until the next Annual Meeting.

SECTION 4: VACANCIES. A vacancy among Member Organization Directors shall be filled by appointment by the Member Organization losing the Director. In the event a Member Organization Directors fails to attend two consecutive meetings, the President shall notify the Member Organization. A vacancy among the At-Large Directors shall be filled by appointment of the President of the Community Center Board of Directors, subject to the approval of a simple majority of the Board of Directors.

ARTICLE VI. - OFFICERS

SECTION 1: At the first regular meeting of the Directors following the Annual Meeting, the Directors shall elect the officers for the ensuing year. The officers shall consist of a President, Vice-President, Secretary and Treasurer. All officers shall be Directors except at its discretion, the Board may employ a secretary and/or a Treasurer who are not Directors.

SECTION 2: The duties of the officers shall be such as their title indicate and as prescribed in these By-Laws, and shall include such other duties as the Directors designate from time to time.

SECTION 3: The Directors shall hold at least four quarterly meetings and such other special meetings as set forth in these By-Laws.

SECTION 4: A quorum for conducting business shall consist of 50 percent of the total number of Directors plus one.

SECTION 5: The Directors shall serve without compensation.

ARTICLE VII. - COMMITTEES

SECTION 1: The Directors shall authorize and define powers and duties of all committees.

SECTION 2: The President shall appoint all committees subject to the approval of a majority of the Directors.

SECTION 3: It shall be the function of the committees to investigate and recommend action. Such recommendation will not be acted upon without the approval of a majority of the Directors.

ARTICLE VIII. - AMENDMENTS

These By-Laws may be amended by a two-thirds vote of the Directors at any meeting, provided that it has been plainly stated in writing and such notice sent to each of the Directors that the next meeting will consider such an amendment. This notice shall be sent at least ten days in advance of the meeting.

ARTICLE IX. - INDEMNIFICATION OF THE BOARD OF DIRECTORS AND OFFICERS OF THE BOARD

Except to the extent prohibited by the California Corporations Code or by other applicable law, and in accordance with the terms and provision thereof, the Stinson Beach Community Center shall indemnify each of its Directors and Board Officers against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Stinson Beach Community Center, and shall advance to each such agent expenses incurred in defending any such proceeding to the maximum extent and in the manner permitted by such law. For purposes of this Article, an "agent" of the Stinson Beach Community Center includes any person who is or was a Director, Officer, Committee Member, Employee or other Board Designated Agent of the Stinson Beach Community Center.

The right of indemnification provided by this Article shall inure to the benefit of each person referred to in this Article, whether or not the claim asserted against him/her is based upon matters which arose, in whole or in part, prior to the adoption of this Article; and in the event of his/her death shall extend to his/her legal representatives. The right of indemnification provided in this Article shall not be exclusive of any other rights to which any such person, or any other individual, may be entitled as a matter of law, or under any agreement, vote of Directors or otherwise.

ARTICLE X. - 1996 REVISION

These By-Laws shall supersede the original By-Laws of the Corporation and all subsequent amendments up to the immediate

date of the adoption of these revised By-Laws by a two-thirds vote of the Directors. At that time these revised By-Laws shall become immediately effective.

Adopted by a two-thirds vote January 10, 1996.